

FILED
15 MAY 29 PM 3:06
NORTHERN DISTRICT OF OHIO
CLEVELAND

IN THE UNITED STATES DISTRICT COURT
FOR THE NORTHERN DISTRICT OF OHIO, EASTERN DIVISION

FEDERAL TRADE COMMISSION

Plaintiff,

v.

STERIS CORPORATION

and

SYNERGY HEALTH PLC

Defendants.

1 : 15 CV 1080

No. ____-cv-____

FILED UNDER SEAL

JUDGE POLSTER

**PLAINTIFF FEDERAL TRADE COMMISSION'S MOTION FOR TEMPORARY
RESTRAINING ORDER AND PRELIMINARY INJUNCTION**

Plaintiff, the Federal Trade Commission (the "Commission"), by its designated attorneys, respectfully moves this Court under Section 13(b) of the Federal Trade Commission Act ("FTC Act"), 15 U.S.C. § 53(b), for a preliminary injunction and a temporary restraining order enjoining Defendant STERIS Corporation ("STERIS"), including its domestic and foreign agents, divisions, subsidiaries, affiliates, partnerships, and joint ventures, from acquiring Defendant Synergy Health plc ("Synergy") pursuant to an Agreement and Plan of Merger dated October 13, 2014 (the "Acquisition"). Absent the Court's injunctive relief, Defendants will be able to consummate the Acquisition after 11:59 p.m. on June 1, 2015.

The Plaintiff has filed in this Court a complaint seeking a preliminary injunction and a temporary restraining order preventing Defendant STERIS from acquiring Defendant Synergy, pending resolution of the Commission's administrative proceeding, and any appeals, regarding whether the Acquisition violates Section 7 of the Clayton Act, 15 U.S.C. § 18, and Section 5 of the Federal Trade Commission Act, 15 U.S.C. § 45. A full evidentiary hearing before an Administrative Law Judge is scheduled for October 28, 2015.

A preliminary injunction and a temporary restraining order are necessary on the grounds that there is reason to believe that, if the Defendants are permitted to consummate such acquisition, the Defendants will violate Section 5 of the Federal Trade Commission Act, 15 U.S.C. § 45, and Section 7 of the Clayton Act, 15 U.S.C. § 18, by engaging in unfair methods of competition and otherwise substantially lessening competition in the relevant markets as alleged in the complaint. A temporary restraining order is necessary to enable the Court to enter full and effective relief upon the completion of the preliminary injunction hearing. A preliminary injunction is in the public interest to maintain the status quo and to protect competition during the Commission's administrative proceeding and any appeal pending a final decision on the legality of the merger.

This motion is supported by the memorandum of points and authorities submitted in support of both the plaintiff's motion for a preliminary injunction and its motion for a temporary restraining order and attached exhibits filed with this motion.

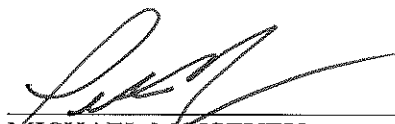
The Commission respectfully requests the opportunity to present oral argument in support of this motion.

Notice of this motion has been given to defendants' attorneys by the undersigned attorneys prior to the filing of the present action.

A proposed preliminary injunction order is attached.

Dated: May 29, 2015

Respectfully submitted,



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Federal Trade Commission

Bureau of Competition

JONATHAN NUECHTERLEIN

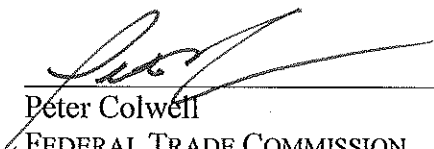
General Counsel

Federal Trade Commission

Attorneys for Plaintiff Federal Trade Commission

CERTIFICATE OF SERVICE

I hereby **CERTIFY** that, on the 29th day of May, 2015, I filed the foregoing Motion for Temporary Restraining Order and Preliminary Injunction with the Clerk of the Court.



Peter Colwell

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Attorney for Plaintiff Federal Trade Commission

I hereby **CERTIFY** that, on the 29th day of May, 2015, I served the foregoing Motion for Temporary Restraining Order and Preliminary Injunction on the following counsel for Defendants via electronic mail:

<p>Nelson Fitts WACHTELL, LIPTON, ROSEN & KATZ 51 West 52nd Street New York, New York 10019 Telephone: 212-403-1361 Email: nofitts@wlrk.com</p> <p><i>Attorney for Defendant, STERIS Corporation</i></p>	<p>Paolo Morante DLA PIPER LLP 1251 Avenue of the Americas New York, New York 10020-1104 Telephone: 212-335-4813 Email: paolo.morante@dlapiper.com</p> <p><i>Attorney for Defendant Synergy Health plc</i></p>
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